

RECORDATION NO. 26462 FILED

JUL 18 '06 11-57 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 18, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of June 20, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Wachovia Financial Services, Inc.
c/o First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Interstate Power and Light Company
222 West Washington Avenue
Madison, Wisconsin 53701-0192

Mr. Vernon A. Williams
July 18, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

130 railcars: LNTX 8001 – LNTX 8130.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, reading "Edward M. Luria".

Edward M. Luria

EML/sem
Enclosures

JUL 18 06 11:57 AM

**MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AND LEASE SUPPLEMENT NO. 1 dated as of June 20, 2006 is between WACHOVIA FINANCIAL SERVICES, INC., a North Carolina corporation (the "Lessor"), and INTERSTATE POWER AND LIGHT COMPANY (the "Lessee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Lessee has leased from Lessor certain railcars identified on Schedule 1 attached hereto (the "Equipment") under Lease Supplement No. 1. dated as of June 20, 2006 to that certain Equipment Lease Agreement dated as of June 20, 2006 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WACHOVIA FINANCIAL SERVICES, INC., as
Lessor

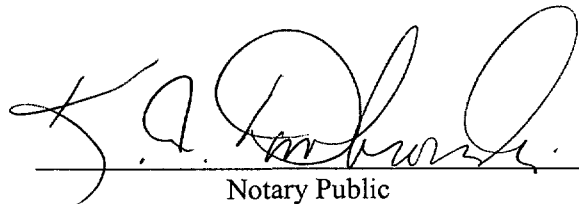
By: 

Name: John J. Thomas

Title: Managing Director

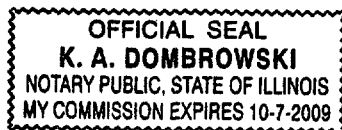
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of COOK this 13th day of June, 2006 by John J. Thomas, as Managing Director of WACHOVIA FINANCIAL SERVICES, INC.


Notary Public

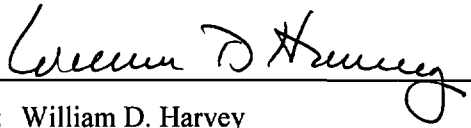
My commission expires: 10-7-2009

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

INTERSTATE POWER AND LIGHT
COMPANY, as Lessee

By: 
Name: William D. Harvey
Title: Chairman & CEO

STATE OF WISCONSIN)
) ss:
COUNTY OF DANE)

The foregoing Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Dane this 19th day of June, 2006 by William D. Harvey, as Chairman & CEO of INTERSTATE POWER AND LIGHT COMPANY.


Notary Public

My commission expires: May 23, 2010

[Notarial Seal]

Schedule 1

NUMBER OF RAILCARS	MANUFACTURER	DESCRIPTION	CAR NUMBERS
130	FreightCar America, Inc.	Rotary Aluminum Auto Flood III Outside Stake Double Door Design 4,200 Cubic Foot capacity	LNTX 8001-8130 Inclusive